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RECORDATION NO. 21305 FILED

APR 1 '98

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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April 1, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of March 30, 1998. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
502 Washington Avenue
Towson, MD 21204

Lessee:

Conoco Inc.
P.O. Box 2197
Houston, TX 77252

A description of the equipment covered by the Memorandum of Lease Agreement consists of 62 tank cars numbered CONX 1026, 1044, 1051, 1053, 1054, 1055, 1058, 1060-1113, inclusive, and 1153.

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PORTLAND, OREGON

WASHINGTON, D.C.

SALEM, OREGON

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SURFACE TRANSPORTATION
BOARD

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BALL JANIK LLP

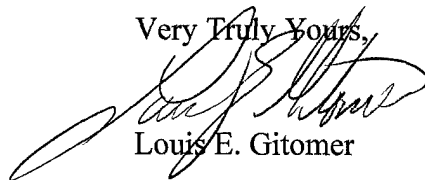
Honorable Vernon A. Williams
April 1, 1998
Page 2

A fee of \$26.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, 502 Washington Avenue, Towson, MD 21204, and Conoco Inc., P.O. Box 2197, Houston, TX 77252 covering 62 tank cars numbered CONX 1026, 1044, 1051, 1053, 1054, 1055, 1058, 1060-1113, inclusive, and 1153.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

APR 1 '98

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MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 30, 1998, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and CONOCO INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Master Railcar Lease Agreement No. 1 dated as of October 27, 1997, and Lease Schedule No. 2 thereto, incorporating the terms thereof, dated as of March 30, 1998 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.


2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING
CORPORATION

By: 
Name: CONSTANCE W. LANCASTER
Title: VICE PRESIDENT

CONOCO INC.

By: 
Name: E.L. Oshio
Title: Vice President

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 30th day of March, 1998 before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

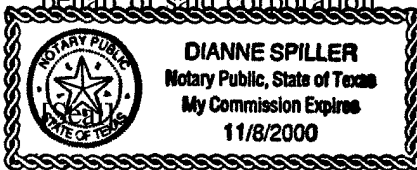
Regina M. McManus
Notary Public

My commission expires:

10/29, 2000

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 30th day of March, 1998 before me appeared E.L. OSHLO, the person who signed this instrument, who acknowledged that (s)he is the Vice President of CONOCO INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Dianne Spiller
Notary Public

My commission expires:

11/8, 2000

EXHIBIT NO. 1

Lessee: **CONOCO INC.**

Approved By: _____

(Lessee to initial Page 1, indicating approval of all pages)

Attached to Bill of Sale dated

19 _____

and/or

Equipment located at:

3330 Raser Drive

Street No.

Lease Schedule No.

2

Missoula

Missoula

MT

59802

City

County

State

Zip

Manufacturer and/or

Vendor Name & Invoice No.

Description

Invoice Cost

Union Tank Car Company
111 West Jackson Blvd.
Chicago, IL 60604

Invoice No. SC98029001

10 - Railcars

Identification Nos.

Identification Nos.

CONX 1099

CONX 1106

CONX 1100

CONX 1107

CONX 1102

CONX 1108

CONX 1104

CONX 1109

CONX 1105

CONX 1110

Invoice No. SC98029023

1 - Railcar

Identification No.

CONX 1111

Invoice No. SC98029015

3 - Railcars

Identification Nos.

CONX 1103

CONX 1112

CONX 1113

EXHIBIT NO. 1

Lessee: **CONOCO INC.**

Approved By: _____

(Lessee to initial Page 1, indicating approval of all pages)

Attached to Bill of Sale dated

19

and/or

Equipment located at:

3330 Raser Drive

Street No.

Lease Schedule No.

2

Missoula

Missoula

MT

59802

City

County

State

Zip

Manufacturer and/or

Vendor Name & Invoice No.

Description

Invoice Cost

Union Tank Car Company
Invoice No. SC98019008

10 - Railcars

Identification Nos.

Identification Nos.

CONX 1051
CONX 1074
CONX 1075
CONX 1076
CONX 1077

CONX 1078
CONX 1079
CONX 1080
CONX 1081
CONX 1082

Invoice No. SC98019029

11 - Railcars

Identification Nos.

Identification Nos.

CONX 1026
CONX 1055
CONX 1087
CONX 1091
CONX 1093
CONX 1094

CONX 1095
CONX 1096
CONX 1097
CONX 1098
CONX 1101

Invoice No. SC98019018

9 - Railcars

Identification Nos.

Identification Nos.

CONX 1070
CONX 1083
CONX 1084
CONX 1085
CONX 1086

CONX 1088
CONX 1089
CONX 1090
CONX 1092

EXHIBIT NO. 1

Lessee: **CONOCO INC.**

Approved By: _____

(Lessee to initial Page 1, indicating approval of all pages)

Attached to Bill of Sale dated _____

19 _____

and/or

Equipment located at:

3330 Raser Drive

Street No.

Lease Schedule No.

2

Missoula

Missoula

MT

59802

City

County

State

Zip

Manufacturer and/or

Vendor Name & Invoice No.

Description

Invoice Cost

Union Tank Car Company

Invoice No. SC97129057

4 - Railcars

Identification Nos.

CONX 1069

CONX 1071

CONX 1072

CONX 1073

INVOICE TOTAL

Invoice No. SC97129045

14 - Railcars

Identification Nos.

CONX 1044

CONX 1053

CONX 1054

CONX 1058

CONX 1060

CONX 1061

CONX 1062

CONX 1063

Identification Nos.

CONX 1064

CONX 1065

CONX 1066

CONX 1067

CONX 1068

CONX 1153